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RECORDATION NO. 19402-M FILED

DEC 20 '07 -12 30 PM

SURFACE TRANSPORTATION BOARD

December 20, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended and Restated Statement of Change in Reporting Marks and/or Road Numbers, dated as of December 19, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and Board under Recordation Number 19402.

The name and address of the party to the enclosed document are:

Lessor: Union Pacific Railroad Company
(successor in merger to Southern Pacific
Transportation Company)
1416 Dodge Street
Omaha NE 68179

Mr. Vernon A. Williams
December 20, 2007
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A description of the railroad equipment covered by the enclosed document is:

16 locomotives: SP 8621 and within the series UP 2694 - UP 2772 (being remarked from within the series SP 8618 - SP 8696 as more particularly set forth in the equipment schedule attached to the document).

A short summary of the document to appear in the index is:

Amended and Restated Statement of Change in Reporting Marks and/or Road Numbers.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures



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SURFACE TRANSPORTATION BOARD

December 19, 2007

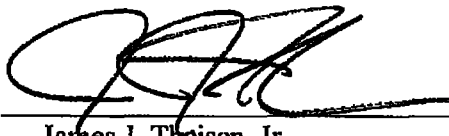
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Amended and Restated Statement of Change in Reporting Marks and/or
Road Numbers, STB Recordation File Number 19402

Dear Secretary:

Please be advised that the reporting marks and/or road numbers of the locomotives identified in the attached schedule have been, or will be, changed as set forth therein.

UNION PACIFIC RAILROAD COMPANY

By: 
James J. Theisen, Jr.
Assistant General Counsel

Attachment

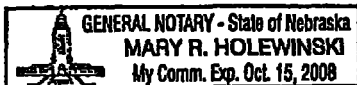
STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On this 19th day of December 2007, before me, a Notary Public in and for said County and State, personally appeared James J. Theisen, Jr., who being by me duly sworn, says that he is the Assistant General Counsel of THE UNION PACIFIC RAILROAD COMPANY, that said instrument was signed, on behalf of said corporation and he acknowledged that the execution of said instrument was the free act and deed of the corporation.

IN WITNESS WHEREOF, I have unto set my hand and official seal on the date above mentioned.

Mary R. Holewinski
NOTARY PUBLIC

SEAL



SPT 1995-C

(Previous STB Recordation File Number 19402)

Original Initial	Original Number	Current Initial	Current Number
SP	8621	SP	8621
SP	8618	UP	2694
SP	8619	UP	2695
SP	8620	UP	2696
SP	8622	UP	2698
SP	8623	UP	2699
SP	8624	UP	2700
SP	8625	UP	2701
SP	8626	UP	2702
SP	8689	UP	2765
SP	8690	UP	2766
SP	8691	UP	2767
SP	8692	UP	2768
SP	8693	UP	2769
SP	8695	UP	2771
SP	8696	UP	2772

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/20/07



Robert W. Alvord